



Bylaws

Article 1 — Name

The name of this organization shall be El Roi Digital Ministries, a Texas nonprofit corporation.

Article 2 — Purpose

El Roi Digital Ministries exists to advance the Gospel of Jesus Christ by providing biblical teaching, Christian education, and ministry resources through digital outreach, technology platforms, curriculum development, media, and other ministry initiatives consistent with Christian faith and practice.

The organization shall operate exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws.

No substantial part of the activities of the organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article 3 — Board of Directors

Section 1 — Authority



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The affairs of the ministry shall be governed by a Board of Directors, which shall provide spiritual, financial, and organizational oversight.

Section 2 — Number of Directors

The Board shall consist of no fewer than three (3) and no more than seven (7) directors.

Section 3 — Terms

Directors shall serve three-year terms and may be reappointed.

Section 4 — Vacancies

Any vacancy on the Board may be filled by a majority vote of the remaining directors.

Section 5 — Removal

A director may be removed by a two-thirds vote of the Board of Directors if such removal is determined to be in the best interest of the organization.

Article 4 — Officers

Section 1 — Officers

The officers of the organization may include:

- Executive Director
- Board Chair
- Secretary
- Treasurer

Additional officers may be created by the Board as needed.

Section 2 — Appointment



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Officers shall be appointed by the Board of Directors.

Section 3 — Multiple Roles

One individual may hold more than one office except where prohibited by law.

Article 5 — Executive Director

The Executive Director shall oversee the daily operations of the ministry and implement the mission and vision of the organization.

Responsibilities include:

- ministry leadership and direction
- development of digital platforms, programs, and resources
- oversight of staff or volunteers
- management of ministry initiatives
- reporting to the Board of Directors

The Executive Director may also serve as a member of the Board of Directors.

Article 6 — Meetings

Section 1 — Annual Meeting

The Board of Directors shall meet at least once annually.

Section 2 — Special Meetings

Additional meetings may be called by the Board Chair or by a majority of directors.

Section 3 — Quorum



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A majority of the directors shall constitute a quorum for the transaction of business.

Section 4 — Virtual Meetings

Meetings of the Board may be conducted in person, by telephone conference, video conference, or other electronic communication methods, provided all participants can hear and communicate with one another simultaneously.

Participation by electronic means shall constitute presence in person for purposes of quorum and voting.

Section 5 — Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing, including by email or other electronic communication.

Such consent shall be recorded in the official records of the organization.

Article 7 — Electronic Signatures

The Board of Directors may approve resolutions, minutes, policies, and official documents through electronic means, including, but not limited to, the ministry's official Board Portal

Electronic approvals recorded through authenticated user accounts, including associated timestamps, audit logs, and document verification data, shall be considered legally valid and binding to the same extent as handwritten signatures.

The organization shall maintain electronic records of all approvals as part of its official corporate records.

Authoritative Record



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In the event of any discrepancy between a draft, printed, or non-final version of a document and the electronically finalized version stored within the Board Portal, the electronically finalized version, including its associated approval certificate and audit record, shall be deemed the official and controlling record of the organization.

Article 8 — Compensation

Directors shall not receive compensation for serving on the Board.

However, directors may be reimbursed for reasonable expenses approved by the Board.

The ministry may compensate staff, contractors, or ministry workers for services rendered consistent with nonprofit regulations.

Article 9 — Conflict of Interest

Any director or officer with a financial or personal interest in a matter before the Board must disclose the conflict and abstain from voting on the matter.

The organization shall maintain a Conflict of Interest Policy consistent with IRS nonprofit requirements.

Article 10 — Financial Oversight

The ministry shall maintain accurate financial records and operate according to sound financial practices.

The Treasurer shall oversee financial reporting to the Board.



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Article 11 — Amendments

These bylaws may be amended by a two-thirds vote of the Board of Directors, provided that written notice of the proposed amendment is given prior to the vote.

Article 12 — Dissolution

Upon dissolution of the organization, all assets shall be distributed exclusively for religious or charitable purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

No assets shall be distributed to any private individual.

Article 13 — Non-Discrimination

El Roi Digital Ministries shall not discriminate on the basis of race, color, national origin, or disability in the administration of its charitable and religious programs.

The ministry reserves the right to operate in accordance with its Statement of Faith and biblical convictions in matters of doctrine, teaching, and ministry leadership.

Adoption of Bylaws

These bylaws were adopted by the Board of Directors of El Roi Digital Ministries through electronic approval via the official Board Portal.

The date of adoption and full approval record are reflected in the Board Portal audit logs and the finalized approval certificate associated with this document.